

CRAVATH, SWAINE & MOORE

SEP 23 '98

11-05 AM

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET
LONDON EC4R 9DU ENGLAND
TELEPHONE: 44-171-453-1000
FACSIMILE: 44-171-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER
3 GARDEN ROAD, CENTRAL
HONG KONG
TELEPHONE: 852-2509-7200
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER

(212) 474-1558

JAMES D. COOPER
STEPHEN L. GORDON
ROBERT A. KINDLER
DANIEL L. MOSLEY
GREGORY M. SHAW
PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG
WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON

JOHN T. GAFFNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN
GEORGE W. BILICIC, JR.
RICHARD HALL
ELIZABETH L. GRAYER
JULIE A. NORTH
STEPHEN L. BURNS
KATHERINE B. FORREST
KEITH R. HUMMEL
DANIEL SLIFKIN
JEFFREY A. SMITH
ROBERT I. TOWNSEND, III
WILLIAM J. WHELAN, III

SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JAMES M. EDWARDS
FREDERICK A.O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
THOMAS R. BROME
ROBERT D. JOFFE
HERBERT L. CAMP
ALLEN FINKELSON
RONALD S. ROLFE
PAUL C. SAUNDERS
MARTIN L. SENZEL

DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.

September 22, 1998

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Agreement, a "primary document", dated as of September 15, 1998.

The names and addresses of the parties to the primary document are as follows:

LESSOR: UP 1998 Trust for GECC
in care of Wilmington Trust Company
Ten Rodney Square North
Wilmington, Delaware 19890

LESSEE: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$26.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the address shown above.

RECEIVED
SURFACE TRANSPORTATION
BOARD
SEP 23 11 01 AM '98

Counterparts - K. Bartman

A short summary of the document for use in the index follows:

Memorandum of Lease Agreement dated as of September 15, 1998, between the UP 1998 Trust for GECC, as lessor, and Union Pacific Railroad Company, as lessee, covering 56 locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

Elliot Karathanasis

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street N.W.
Washington, D. C. 20423

Encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Elliot Karathanasis
Cravath, Swaine & Moore
825 Eighth Ave., Worldwide Plaza
New York, New York 10019-7475

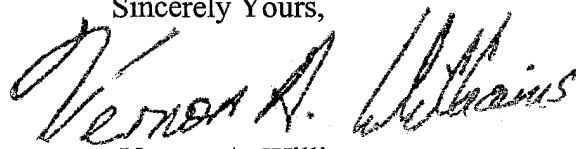
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 9/23/98 at 11:05AM, and

✓
assigned recordation number(s). 21659, 21659-A, 21659-B, 21660, 21660-A and 21660-B.

Sincerely Yours,


Vernon A. Williams

Enclosure(s) (6)

156.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



SEP 23 '98

11-05 AM

MEMORANDUM OF LEASE AGREEMENT dated as of September 15, 1998, between UP 1998 TRUST FOR GECC, a Delaware trust (hereinafter called the **Owner**), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (hereinafter called the **Lessee**).

WHEREAS the Owner and the Lessee are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Owner, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

UP 1998 TRUST FOR GECC

by WILMINGTON TRUST COMPANY, not
in its individual capacity but
solely as trustee,

by 

UNION PACIFIC RAILROAD COMPANY

by 

JOHN B. LARSEN


Assistant Treasurer

STATE OF DELAWARE

COUNTY OF NEW CASTLE

)
) SS.:
)

On this 22nd day of September, 1998, before me personally appeared JILL K. MORRISON, to me personally known, who, by me being duly sworn, says that she is an Admin Account Manager of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said trust company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.


Notary Public

PATRICIA A. EVANS
NOTARY PUBLIC - DELAWARE
MY COMMISSION EXPIRES APR. 20, 1999

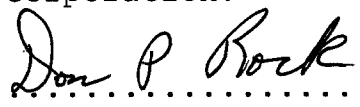
My commission expires

STATE OF NEBRASKA

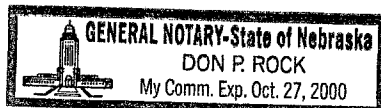
COUNTY OF Douglas

)
) SS.:
)

On this 21st day of September, 1998, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires



SCHEDULE A
(Transaction dated September 15, 1998,
UP 1998 Trust for GECC)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
52 General Electric model AC4400 diesel-electric locomotives		7080--7131 inclusive
4 General Electric model AC6000 diesel-electric locomotives		7510, 7512--7514 inclusive